

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
STEPHEN GRAY, individually and on behalf of all others similarly situated, Plaintiff, v. CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, Defendants. x  
SHAUN ROSE, Individually and On Behalf of All Others Similarly Situated, Plaintiff, v. CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 10, Defendants. x  
MEREDITH TRANBERG, individually and on behalf of all others similarly situated Plaintiff, v. CITIGROUP INC., CHARLES PRINCE, THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC., THE 401(k) INVESTMENT COMMITTEE, and JOHN DOES 1 - 20, Defendants. x

-----x  
ANTON RAPPOLD, individually and on  
behalf of all others similarly situated, :  
Plaintiff, : Civil Action No: 07 Civ. 10396 (UA)  
v. :  
CITIGROUP INC., CITIBANK, N.A., :  
CHARLES PRINCE, THE PLANS :  
ADMINISTRATIVE COMMITTEE OF :  
CITIGROUP INC., THE 401(k) :  
INVESTMENT COMMITTEE, and JOHN :  
and JANE DOES 1 - 10, :  
Defendants. :  
-----x  
SAMIER TADROS, on Behalf of All :  
Others Similarly Situated, :  
Plaintiff, : Civil Action No: 07 Civ. 10442 (UA)  
v. :  
CITIGROUP INC., CHARLES O. :  
PRINCE, C. MICHAEL ARMSTRONG, :  
ALAIN J.P. BELDA, GEORGE DAVID, :  
KENNETH T. DERR, JOHN M. DEUTCH, :  
ROBERTO HERNANDEZ RAMIREZ, :  
ANN DIBBLE JORDAN, KLAUS :  
KLEINFELD, ANDREW N. LIVERIS, :  
ANNE MULCAHY, RICHARD D. :  
PARSONS, JUDITH RODIN, ROBERT E. :  
RUBIN, ROBERT E. RUBIN, FRANKLIN :  
A. THOMAS, JOHN DOES 1-20 (BEING :  
CURRENT AND FORMER MEMBERS :  
OF THE PLANS ADMINISTRATIVE :  
COMMITTEE OF CITIGROUP INC.) :  
and JOHN DOES 21-40 (BEING :  
CURRENT AND FORMER MEMBERS :  
OF THE INVESTMENT COMMITTEE :  
OF THE CITIGROUP INC. 401(K) PLAN), :  
Defendants. :  
-----x

-----x  
 STEPHAN FIORINO, individually and on behalf of all others similarly situated, :  
 Plaintiff, : Civil Action No: 07 Civ. 10458 (UA)  
 v. :  
 CITIGROUP INC., CITIBANK N.A., :  
 CHARLES PRINCE, THE PLANS :  
 ADMINISTRATIVE COMMITTEE OF :  
 CITIGROUP INC., THE 401(k) :  
 INVESTMENT COMMITTEE, and :  
 JOHN DOES 1 - 20, :  
 Defendants. :  
 -----x  
 JAMES BOLLA, individually and on behalf of all others similarly situated, :  
 Plaintiff, : Civil Action No: 07 Civ. 10461 (UA)  
 v. :  
 CITIGROUP INC., CITIBANK N.A., :  
 CHARLES PRINCE, THE PLANS :  
 ADMINISTRATIVE COMMITTEE OF :  
 CITIGROUP INC., THE 401(k) :  
 INVESTMENT COMMITTEE, and :  
 JOHN DOES 1 - 20, :  
 Defendants. :  
 -----x  
 MARK GEROULO, individually, on behalf of the CITIGROUP 401(k) Plan, the CITIBUILDER 401 (K) PLAN FOR PUERTO RICO, and all others similarly, :  
 Plaintiff, : Civil Action No: 07 Civ. 10472 (UA)  
 v. :  
 CITIGROUP, INC., CITIBANK, N.A., :  
 THE PLAN ADMINISTRATIVE :  
 COMMITTEE OF CITIGROUP, INC., :  
 MICHAEL E. SCHLEIN, JOHN DOES :  
 1-10, THE CITIGROUP 401(k) PLAN :  
 INVESTMENT COMMITTEE and JOHN :  
 DOES 10-20, C. MICHAEL :  
 ARMSTRONG, ALAN J.P. BELDA, :  
 GEORGE DAVID, KENNETH T. DERR, :  
 JOHN M. DEUTCH, ROBERTO :  
 HERNANDEZ, ANN DIBBLE JORDAN, :  
 ANDREW N. LIVERIS, DUDLEY C. :  
 MECUM, ANNE M. MULCAHY, :  
 RICHARD D. PARSONS, ANDRALL E. :  
 PEARSON, CHARLES PRINCE, JUDITH :  
 :

RODIN, ROBERT E. RUBIN, FRANKLIN :	:	
A. THOMAS, SANFORD I. WEILL,	:	
Defendants.	:	
-----x		
ALAN STEVENS, on Behalf of Himself	:	
and All Others Similarly Situated,	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11156 (UA)
v.	:	
CITIGROUP INC., CITIBANK, N.A,	:	
CHARLES PRINCE, C. MICHAEL	:	
ARMSTRONG, ALAIN J.P. BELDA,	:	
GEORGE DAVID, KENNETH T. DERR,	:	
JOHN M. DEUTCH, PETER JOHNSON,	:	
ROBERTO HERNANDEZ RAMIREZ,	:	
ANDREW N. LIVERIS, ANNE	:	
MULCAHEY, RICHARD D. PARSONS,	:	
JUDITH RODIN, ROBERT E. RUBIN,	:	
ROBERT L. RYAN, FRANKLIN A.	:	
THOMAS, THE PLANS	:	
ADMINISTRATION COMMITTEE OF	:	
CITIGROUP, INC., THE INVESTMENT	:	
COMMITTEE and JOHN DOES 1-30,	:	
Defendants.	:	
-----x		
STEPHEN GOLDSTEIN, on Behalf of	:	
Himself and a Class of Persons Similarly	:	
Situated,	:	
Plaintiff,	:	Civil Action No: 07 Civ. 11158 (UA)
v.	:	
CITIGROUP INC., THE PLANS	:	
ADMINISTRATION COMMITTEE OF	:	
CITIGROUP, INC., MICHAEL E.	:	
SCHLEIN, CHARLES PRINCE, C.	:	
MICHAEL ARMSTRONG, ALAIN J.P.	:	
BELDA, GEORGE DAVID, KENNETH T.	:	
DERR, JOHN M. DEUTCH, ROBERTO	:	
HERNANDEZ RAMIREZ, ANDREW N.	:	
LIVERIS, ANNE MULCAHEY,	:	
RICHARD D. PARSONS, JUDITH	:	
RODIN, ROBERT E. RUBIN, ROBERT L.	:	
RYAN, AND FRANKLIN A. THOMAS,	:	
And JOHN DOES 1-30,	:	
Defendants.	:	
-----x		

CHRIS SOUTHARD, on Behalf of All Others Similarly Situated, v.	Plaintiff, : CITIGROUP INC., CHARLES O. PRINCE, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ROBERTO HERNANDEZ RAMIREZ, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, ANNE MULCAHY, RICHARD D. PARSONS, JUDITH RODIN, ROBERT E. RUBIN, ROBERT E. RUBIN, FRANKLIN A. THOMAS, JOHN DOES 1-20 (BEING CURRENT AND FORMER MEMBERS OF THE PLANS ADMINISTRATIVE COMMITTEE OF CITIGROUP INC.) and JOHN DOES 21-40 (BEING CURRENT AND FORMER MEMBERS OF THE INVESTMENT COMMITTEE OF THE CITIGROUP INC. 401(K) PLAN),	Civil Action No: 07 Civ. 11164 (UA)
Defendants. : FRANCIA BRICK, individually and on Behalf of all others similarly situated, v.	Plaintiff, : CITIGROUP INC., CHARLES PRINCE, THE PLAN'S ADMINISTRATIVE COMMITTEE OF CITIGROUP, INC., THE 401(k) INVESTMENT COMMITTEE, And JOHN DOES 1-10,	Civil Action No: 07 Civ. 11369 (UA)
Defendants. : -----		

**DECLARATION OF JOSEPH H. MELTZER**

I, Joseph H. Meltzer, declare under penalty of perjury this 13th day of December, 2007 as follows:

I am an attorney in good standing and a partner of the law firm of Schiffrian Barroway Topaz & Kessler, LLP (“SBTK”). I submit this declaration in support of Plaintiffs Shaun Rose and Mark Geroulo’s Motion For Consolidation of Related Actions and Appointment of Interim Lead Plaintiffs, Co-Lead Counsel and Liaison Counsel and in Opposition to the Gray and Tadros Plaintiffs’ Motion for Appointment of Lead Plaintiffs and Leadership Structure, and Entry of [Proposed] Pretrial Order No. 1.

1. Attached as Exhibit A is a true and correct copy of the Report of the Independent Fiduciary for the Proposed Settlement in *In re AOL Time Warner, Inc. Sec. and ERISA Litig.*, No. 02-CV-1500 (S.D.N.Y.).
2. Attached hereto as Exhibit B is the firm resume of SBTK.
3. Attached as Exhibit C is a true and correct copy of a transcript of proceedings in *In re Westar Energy, Inc. ERISA Litigation*, No. 03-cv-4032-JAR (D. Kan. July 27, 2006).
4. Attached hereto as Exhibit D is a true and correct copy of a transcript of proceedings in *In re Mirant Corp. ERISA, et al.*, No. 03-cv-1027-RWS (N.D. Ga. Nov. 16, 2006).
5. Attached hereto as Exhibit E is a true and correct copy of a transcript of proceedings in *In re Citigroup Litigation*, No. 03-cv-2932 (S.D.N.Y. Nov. 15, 2006).
6. Attached hereto as Exhibit F is a true and correct copy of a transcript of proceedings in *In re Honeywell Intern'l ERISA Litig.*, No. 03-cv-1214-DRD (D.N.J. July 19, 2005).

7. Attached hereto as Exhibit G are true and correct copies of excerpts from the transcript of proceedings in *In re: Tyco International, Ltd.*, No. C.02-MD-1335-B (D.N.H. Nov. 2, 2007).

8. Attached hereto as Exhibit H is a true and correct copy a letter Rose Plaintiffs sent to the Plan's fiduciaries in accordance with ERISA § 104.

9. Attached hereto as Exhibit I is the firm resume of Dealy & Silberstein, LLP. Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct.

Executed this 26th day of December, 2007 at Radnor, Pennsylvania.

/s/  
Joseph H. Meltzer